

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11 Case No.**  
**09-50026 (REG)**  
**(Jointly Administered)**

**CERTIFICATE OF NO OBJECTION<sup>1</sup>**

Pursuant to section 1746 of title 28 and the Order Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629], the undersigned hereby certifies that no objection or response has been received as of the objection deadline with respect to the Motion of Debtors for Entry of Order Pursuant to Fed. R. Bankr. P. 9019 Approving Settlement Agreement and Compromise (the “**9019 Motion**”) [Docket No. 4355]. Accordingly, the proposed order (the “**9019 Order**”) annexed to the 9019 Motion as **Exhibit B** will be submitted to the Court for immediate entry without a hearing being held to consider the relief set forth therein.

<sup>1</sup> This Certificate of No Objection is filed with the support and consent of the Official Committee of Unsecured Creditors appointed in these chapter 11 cases.



With respect to the Debtors' Ninth Omnibus Motion Pursuant to 11 U.S.C. § 365 to Reject Certain Executory Contracts and Unexpired Leases of Nonresidential Real Property (the "**Ninth Omnibus Rejection Motion**") [Docket No. 4437], a formal objection was filed on behalf of Fountain Lakes I, LLC ("**Fountain Lakes**") [Docket No. 4495]. In addition, the Debtors were also contacted before the objection deadline by MTech Associates, LLC ("**MTech**") and Renover Shreveport, LLC ("**Renover**") regarding objections to the relief sought in the Ninth Omnibus Rejection Motion with respect to their contracts.

The Debtors are continuing to work on a resolution of these objections, and have revised the proposed order annexed as **Exhibit B** to the Ninth Omnibus Rejection Motion (as revised, the "**Revised Ninth Omnibus Rejection Order**") to remove the contracts of Fountain Lakes, MTech and Renover. Accordingly, the relief set forth in the Revised Ninth Omnibus Rejection Order is uncontested. The Revised Ninth Omnibus Rejection Order will therefore be submitted to the Court for immediate entry without a hearing being held to consider the relief set forth therein. The hearing with respect to the rejection of the contracts of Fountain Lakes, MTech and Renover, and the remaining portion of the Ninth Omnibus Rejection Motion as it relates to those contracts, has been adjourned to December 16, 2009.



Based on the foregoing, it is hereby respectfully requested that the Court enter (a)  
the 9019 Order, and (b) the Revised Ninth Omnibus Rejection Order.

Dated: New York, New York  
November 23, 2009

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession